

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

WARREN HILL, LLC	:	CIVIL ACTION
	:	
v.	:	
	:	
SFR EQUITIES, LLC	:	NO. 18-1228

ORDER

AND NOW, this 23rd day of July, 2019, for the reasons set forth in the accompanying memorandum, it is hereby ORDERED that:

(1) the motion of defendant SFR Equities, LLC ("SFR") for partial summary judgment regarding all direct payments to BCM as trust certificate holder is DENIED;

(2) the motion of plaintiff Warren Hill, LLC ("Warren Hill") for summary judgment is GRANTED to the extent that SFR is required to include the Blue Cross Blue Shield bonus payments made to Brian Hynes in its calculation of earnout payments due to Warren Hill pursuant to § 1.2(d)(ii)(D) of the Membership Interest Purchase Agreement ("MIPA");

(3) the motion of plaintiff Warren Hill for summary judgment is GRANTED to the extent that SFR is required to include fees paid by the Vendor Assistance Program to Bluestone Capital Markets ("BCM") and Bluestone Finance in SFR's

calculation of earnout payments due to Warren Hill pursuant to § 1.2(d)(i)(A)(1) of the MIPA;

(4) the motion of plaintiff Warren Hill for summary judgment is GRANTED to the extent that SFR is required to include an amount equal to 16.623% of the trust certificate income in SFR's calculation of earnout payments due to Warren Hill pursuant to § 1.2(e)(iii) of the MIPA; and

(5) the counterclaim of SFR is dismissed as moot by agreement of the parties.

BY THE COURT:

/s/ Harvey Bartle III

J.